



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

December 22, 1997

RECORDATION NO. 21108 FILED

DEC 29 '97

9-45AM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of November 24, 1997 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: Steelton & Highspire Railroad Co.
1170 Eighth Avenue
Bethlehem, PA 18018

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

(4) 108

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SURFACE TRANSPORTATION
BOARD
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DEC 29 '97

9-45AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of November, 1997, is intended to evidence the Railroad Equipment Lease dated as of September 24, 1997 and Amendment No. 1 dated as of November 24, 1997 (collectively referred to as the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **STEELTON & HIGHSPIRE RAILROAD COMPANY**, a Pennsylvania corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty-six (46) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.**STEELTON & HIGHSPIRE RAILROAD
COMPANY**By: By: Name: James H. GoetzName: J. Michael ZaiaTitle: Vice PresidentTitle: PresidentDate: November 24, 1997Date: December 15, 1997

EXHIBIT A

To the Memorandum of Lease dated September 24, 1997, between DJJ Transportation Services, Inc. and Steelton & Highspire Railroad Company.

DESCRIPTION OF UNITS

Forty-six (46) railcars bearing reporting marks and numbers as follows:

SH 250 - 295, inclusive

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 24th day of November, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF NORTHAMPTON)

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by J. Michael Zaia, the President of Steelton & Highspire Railroad Co., a Pennsylvania corporation, on behalf of the corporation.

Louis J. Repynck
Notary Public

My Commission expires:

